

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:	§	CHAPTER 11
	§	
	§	
NATIONAL RIFLE ASSOCIATION OF AMERICA and SEA GIRT LLC	§	CASE NO. 21-30085-hdh11
	§	
DEBTORS¹	§	JOINTLY ADMINISTERED

**DECLARATION OF WILLIAM W. DAVIS IN SUPPORT OF DEBTORS’
EMERGENCY MOTION FOR PROTECTIVE ORDER
RE: NYAG’S NOTICE OF INTENTION TO TAKE THE
DEPOSITION OF THE HONORABLE PHILLIP JOURNEY [DOCKET NO. 341]**

I, William W. Davis, pursuant to 28 U.S.C. § 1746, state:

1. I am a an attorney duly licensed in and am a member in good standing of the bar for the State of Wisconsin, maintaining offices in Middleton, Wisconsin. There are no disciplinary proceedings against me in any jurisdiction.

2. I submit this declaration in support of Debtors’s emergency motion for protective order with respect to the *Notice of Intent to Take Oral Deposition of the Honorable Phillip Journey* (the “Notice”) served by the People of the State of New York, by Letitia James, Attorney General of the State of New York (the “NYAG”) via e-mail at 12:54 p.m. on March 10, 2021, scheduling the deposition (the “Journey Deposition”) of the Honorable Phillip Journey (“Judge Journey”) on March 11, 2021 at 3:00 p.m. Except as otherwise stated, I have personal knowledge of each of the facts stated in this Declaration, which are true and correct. If called as a witness, I could and would testify as to the matters set forth herein.

¹ The last four digits of the Debtors’ taxpayer identification numbers are: 6130 (NRA) and 5681 (Sea Girt). The Debtors’ mailing address is 11250 Waples Mill Road, Fairfax, Virginia 22030.

3. Since April 2019, I have been retained as independent counsel to the Board of Directors of the National Rifle Association. In my capacity as Board counsel, I attend Board meetings and frequently participate in confidential executive sessions of the Board.

4. Although proceedings in executive session are not *per se* privileged, they are strictly confidential, and breaches of that confidentiality are subject to punishment under the disciplinary provisions of the NRA bylaws. Moreover, when the Board does receive briefings on ongoing litigation, conduct strategic deliberations wherein legal advice is sought, or otherwise engage in privileged discussions at Board meetings, these activities are typically conducted in executive session.

5. On January 7, 2021, the NRA Board of Directors met at the Omni Hotel in Dallas, Texas. From 10:00 a.m. to 10:52 a.m., the Board was in executive session to discuss the report of the Officers Compensation Committee, which included a recommendation that the Board adopt and approve a revised employment contract for NRA Executive Vice President Wayne LaPierre.

6. I was present for the duration of that executive session. During the executive session, copies of the proposed contract were made available to the Board, which many directors chose to review. In connection with this process, Board members who chose to review copies of the contract executed a written assurance that they would treat the document confidentially. NRA First Vice President Charles Cotton, who chaired the meeting, reminded the Board that because they were discussing proposed contract terms the discussion was confidential and privileged.

7. Thereafter, discussion ensued regarding the terms of the contract, wherein Board members sought legal advice regarding particular provisions of the contract and the potential addition of a forum-selection clause.

8. At 11:05 a.m., the Board again entered executive session to discuss a proposed resolution formalizing the appointment of a Special Litigation Committee. During this executive session, I provided legal advice regarding topics including director independence. A discussion occurred regarding ongoing litigation and the definitions of certain terms, in which I and outside counsel to the NRA (Brewer, Attorneys & Counselors) participated. This discussion was also conducted in confidence, between NRA directors and counsel, for the purpose of obtaining legal advice.

9. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct and that all statements I make in this declaration are based on my personal knowledge unless otherwise noted herein.

Executed on March 12, 2021

By: /s/ William Davis
William W. Davis

CERTIFICATE OF SERVICE

The undersigned certifies that on the 12th day of March 2021 a true and copy of the foregoing was served electronically via this Court's CM/ECF notification system.

/s/ Douglas J. Buncher

Douglas J. Buncher